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TALLAHASSEE, FL 32301
904-222-9177
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ACCOUNT NO. : 072100000132

REFERENCE : 060132 111170

AUTHORIZATION :

COST LIMIT :

Patricia Pizito

ORDER DATE : March 4, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 060132

700001731407

CUSTOMER NO: 111170

CUSTOMER: M. Daniel Sasso, Esq
M. DANIEL SASSO, P.A.

Suite D
3624 Del Prado Boulevard
Cape Coral, FL 33904

DOMESTIC FILING

NAME: B & C TRUCKING AND
DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

T. BROWN MAR - 5 1996

FILED
96 MAR - 4 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 MAR - 4 PM 12:21
DIVISION OF CORPORATION

M. Daniel Sasso, P.A.

Attorneys at Law
3624 Del Prado Blvd., Suite D
Cape Coral, Florida 33904

M. Daniel Sasso

(941) 542-1355
FAX: (941) 542-2892

Law Designation:
General Practice

March 1, 1996

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

RE: TRANSFER FICTITIOUS NAME TO NEW CORPORATION

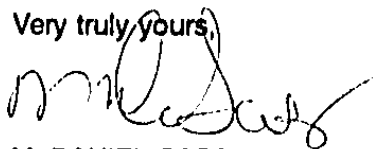
Reg Tr #

69515390020

Dear Sirs:

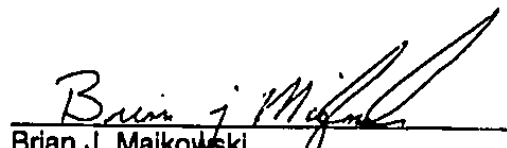
I am forming a new corporation through CSC Networks to be called B & C Trucking and Development, Inc.. I hereby approve the use of a prior fictitious name that I had registered with the Secretary of State for use by this new corporation and I am the sole owner and proprietor of said fictitious name and will continue to be the sole director of the new corporation.

Very truly yours,



M. DANIEL SASSO
Attorney-at-Law

MDS/pal
Encl.



Brian J. Majkowski
Fictitious Name Holder

ARTICLES OF INCORPORATION

-of-

B & C TRUCKING AND DEVELOPMENT, INC.

FILED
96 MAR -4 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is B & C TRUCKING AND DEVELOPMENT, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Excavating/Development

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 15,000 shares are issued and fully paid.

ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 4425 S.W. 14th Avenue, Cape Coral, Florida 33914 and the name of the initial registered agent at such address is: BRIAN J. MAJKOWSKI.

The principal office and the corporate headquarters shall be located at 4425 S.W. 14th Avenue, Cape Coral, Florida 33914, and such principal office may change from time to time.

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE X.

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: BRIAN J. MAJKOWSKI, 4425 S.W. 14th Avenue, Cape Coral, Florida 33914.

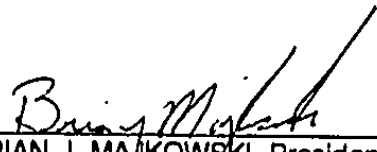
ARTICLE XI.

The name and address of each incorporator is: BRIAN J. MAJKOWSKI, 4425 S.W. 14th Avenue, Cape Coral, Florida 33914.

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

EXECUTED by the undersigned at Cape Coral, Lee County, Florida on the 1st day of March, 1996.


BRIAN J. MAJKOWSKI, President

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared BRIAN J. MAJKOWSKI, the person described in and who executed the foregoing Articles of Incorporation, (who is personally known by me) or (who produced Identification of drivers license issued by Florida, passport issued by _____, identification card issued by _____) and acknowledged the execution thereof to be his free act and deed.

WITNESS my hand and official seal, this 1st day of March, 1996.


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

M. DANIEL SASSO
(PRINTED NAME OF NOTARY)

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA



M. DANIEL SASSO
MY COMMISSION # CC275765 EXPIRES 3
May 12, 1997
BONDED THRU TROY FARM INSURANCE, INC.

To: The Department of State
Tallahassee, Florida 32304

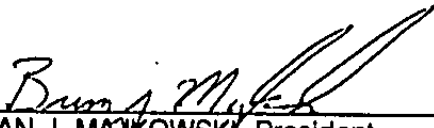
FILED
96 MAR -4 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

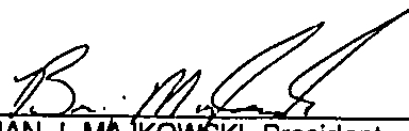
B & C TRUCKING AND DEVELOPMENT, INC., with its place of business at 4425 S.W. 14th Avenue, City of Cape Coral, Florida, has named BRIAN J. MAJKOWSKI, located at 4425 S.W. 14th Avenue, City of Cape Coral, State of Florida, as its agent to accept service of process within Florida.

Dated: March 1, 1996.


BRIAN J. MAJKOWSKI, President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida General Corporation Act.

Dated: March 1, 1996.


BRIAN J. MAJKOWSKI, President